

RECORDATION NO. 22136-~~C~~+F
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BALL JANIK LLP

A T T O R N E Y S

OCT - 4 '99

2-14PM

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LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

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October 4, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The first document is Collateral Schedule No. 3, a secondary document, dated October 4, 1999. The primary document to which this is connected is recorded under Recordation No. 22136. We request that this document be recorded under Recordation No. 22136-E.

The names and addresses of the parties to the Collateral Schedule No. 3 are:

Secured Party:

Ridgebury Funding L.L.C.
44-2 Old Ridgebury Road
Danbury, CT 06810-5105

Debtor:

Springfield Terminal Railway Company
Iron Horse Park
North Billerica, MA 01862

A description of the equipment covered by the Collateral Schedule No. 3 is attached.

The second document is a Corporate Guaranty, a secondary document, dated October 4, 1999. The primary document to which this is connected is recorded under Recordation No. 22136. We request that this document be recorded under Recordation No. 22136-F.

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October 4, 1999
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The name and address of the party to the Corporate Guaranty is:

Guarantor:

Guilford Transportation Industries, Inc.
Iron Horse Park
North Billerica, MA 01862

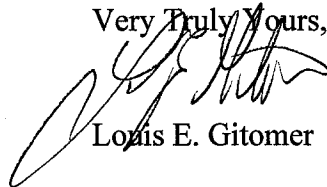
A description of the equipment covered by the Corporate Guaranty is attached.

A fee of \$52.00 is enclosed. Please return two originals of each document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) Collateral Schedule No. 3 between Ridgebury Funding L.L.C., 44-2 Old Ridgebury Road, Danbury, CT 06810-5105, and Springfield Terminal Railway Company, Iron Horse Park, North Billerica, MA 01862, and (2) a Corporate Guaranty by Guilford Transportation Industries, Inc., Iron Horse Park, North Billerica, MA 01862, both covering the equipment described in the attachment.

Very Truly Yours,



Louis E. Gitomer

Enclosures

Quantity**Manufacturer****Serial Number****Year/Model and Type of
Equipment**

1	Caterpillar	06XR01681	1999 928G Loader/Speedswing
1	Caterpillar	06XR01689	1999 928G Loader/Speedswing
1	Fairmont	7191789	1999 Mark IV Tamper
1	Fairmont		1999 RTW203A2-26 Canadian Pacific Anchor Cribber

COLLATERAL SCHEDULE NO. 3

THIS COLLATERAL SCHEDULE NO. 3 is annexed to and made a part of that certain Master Security Agreement dated as of April 29, 1999 between Ridgebury Funding, L.L.C., together with its successors and assigns, if any, as Secured Party and Springfield Terminal Railway Company as Debtor and describes collateral in which Debtor has granted Secured Party a security interest in connection with the Indebtedness (as defined in the Security Agreement) including without limitation that certain Promissory Note dated October 4, 1999 in the original principal amount of \$.

<u>Quantity</u>	<u>Manufacturer</u>	<u>Serial Number</u>	<u>Year/Model and Type of Equipment</u>
1	Caterpillar	06XR01681	1999 928G Loader/Speedswing
1	Caterpillar	06XR01689	1999 928G Loader/Speedswing
1	Fairmont	7191789	1999 Mark IV Tamper
1	Fairmont		1999 RTW203A2-26 Canadian Pacific Anchor Cribber

Equipment immediately listed above is located at: Route 108, Exeter, Rockingham County, New Hampshire, 03833

SECURED PARTY:

DEBTOR:

Ridgebury Funding L.L.C.
by its Attorney-in-Fact,

Springfield Terminal Railway Company

General Electric Capital Corporation

By: PATRICK J. COONEY

By: Michael A. Hofmes

Title: SENIOR RISK ANALYST

Title: Senior Vice President

Date: _____

Date: _____

State of MASSACHUSETTS)
) ss
County of MIDDLESEX)

On this 29th day of SEPTEMBER, 1999, before me personally appeared MICHAEL A. HOLMES, to me personally known, who, by me being duly sworn, says that he is the SENIOR VICE PRESIDENT of Springfield Terminal Railway Company, that the foregoing instrument was signed on behalf of such corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Seal]

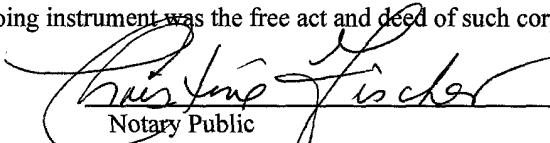

Notary Public

my commission expires: 7/6/2001

State of Connecticut)
) ss
County of Fairfield)

On this 1 day of October, 1999, before me personally appeared Patrick J. Cooney, to me personally known, who, by me being duly sworn, says that he is the Senior Risk Analyst of General Electric Capital Corporation, the Attorney-in Fact of Ridgebury Funding, L.L.C., that the foregoing instrument was signed on behalf of such corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[Seal]


Notary Public

my commission expires: _____

CHRISTINE FISCHER
NOTARY PUBLIC
MY COMMISSION EXPIRES JULY 31, 2003